## Edgar Filing: CONAGRA FOODS INC /DE/ - Form 4

CONAGRA Form 4 October 02, 2	FOODS INC /DF 2008	E/									
									OMB AF	PROVAL	
Was Check this box				RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				COMMISSION	OMB Number:	3235-0287	
								NERSHIP OF	Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed pura ns Section 17(a	a) of the l	Public Ut		ling Con	npany	y Act of	e Act of 1934, E 1935 or Section 0		0.0	
(Print or Type F	Responses)										
JURGENSEN WILLIAM G Symbol CONA			Symbol	CONAGRA FOODS INC /DE/				5. Relationship of Reporting Person(s) to Issuer			
			[CAG]					(Check all applicable)			
(Month/				e of Earliest Transaction n/Day/Year) /2008				_X_ Director Officer (give below)	Director 10% Owner Officer (give title Other (specify below)		
(Street) 4. If Amend Filed(Month/			ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
OMAHA, N	IE 68102							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	10/01/2008			А	1,375 (1)	A	\$ 19.46	52,946	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	of			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: CONAGRA FOODS INC /DE/ - Form 4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
reporting officer runner runneress	Director	10% Owner	Officer	Other					
JURGENSEN WILLIAM G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х								
Signatures									
/s/ Colleen Batcheler, Attorney-in-Fact		10/02/2008	3						
**Signature of Reporting Person		Date							
Evaluation of Responses:									

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired in connection with the reporting person's standing election to defer director's fees into the company's director's deferred compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.